



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: June 09, 2014.

TONY M. DAVIS
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

IN RE:	§	
	§	CASE NO. 14-10447-tmd
FIRED UP, INC.,	§	(Chapter 11)
	§	
Debtor.	§	

**AGREED ORDER AUTHORIZING AND APPROVING THE RETENTION OF
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF APRIL 8, 2014**

The Court having duly considered on June 5, 2014, the Application for Approval of Employment of Pachulski Stang Ziehl & Jones LLP as Counsel for the Official Committee of Unsecured Creditors Effective as of April 8, 2014 (the "Application"), filed by the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtor (the "Debtor") seeking approval of their employment of the law firm of Pachulski Stang Ziehl & Jones LLP ("PSZ&J") to represent them as counsel for the Committee; and upon consideration of the Affidavit of Bradford J. Sandler (the "Affidavit") and Supplemental Affidavit of Bradford J. Sandler (the "Supplemental Affidavit"), a partner of PSZ&J, annexed to the Application as Exhibit A and the agreements contained in this order; and the Court finding that the Application has been properly served to the parties listed therein; that the Application complies with the requirements of the applicable rules and that the Application, Affidavit and Supplemental Affidavit together are the entire agreement between the parties and the Court being satisfied that

PSZ&J and its attorneys are “disinterested” as that term is defined in 11 U.S.C. § 101(14) and Rule 2014 of the Federal Rules of Bankruptcy Procedure, represent no interest adverse to the Debtor or its estate in the matters upon which they are to be employed and that PSZ&J has no adverse interests within the meaning of 11 U.S.C. § 1103(a); it is hereby:

ORDERED that the Application is GRANTED as set forth herein. It is further ORDERED that pursuant to 11 U.S.C. § 1103(a), the Committee is authorized to employ PSZ&J as its lead counsel, effective as of April 8, 2014, in accordance with and on the terms described in the Application, as may be modified by this order, and such employment is hereby approved effective as of April 8, 2014. It is further

ORDERED that payment to PSZ&J shall be subject to the filing and approval of appropriate interim and final applications for allowance of compensation and payment of expenses in accordance with 11 U.S.C. § 1103(a) on an hourly basis and any award of fees and expenses is specifically subject to review under 11 U.S.C. § 330 and applicable law, the Federal Rules of Bankruptcy Procedure, the Local Rules of the United States Bankruptcy Court for the Western District of Texas, U.S. Trustee Guidelines and the compensation procedures approved by separate order of this Court. The Court shall retain full authority to consider the reasonableness of the hourly rates, fees, and expenses requested by PSZ&J and that any issues as to the reasonableness of such rates, expenses, and fees shall be reserved for the fee application process pursuant to 11 U.S.C. § 330 and applicable law. It is further

ORDERED that PSZ&J shall file a disclosure of all filed bankruptcy cases in which PSZ&J represented a client which retained FTI Consulting, Inc. during the three years prior to the petition date. It is further

ORDERED that if any supplemental declarations or affidavits regarding PSZ&J’s employment are filed and served after entry of this Order, absent any objections filed within twenty-one (21) days after the filing and service of such supplemental declarations or affidavits, PSZ&J’s employment shall continue as authorized pursuant to this Order. It is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

All relief not expressly granted in this order is denied.

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Approved as to form and substance:

/s/Stephen W. Sather

Stephen W. Sather

Attorney for Debtor

/s/Joshua Fried

Joshua Fried

Attorney for Official Unsecured Creditors’ Committee

/s/Deborah A. Bynum

Deborah A. Bynum

Trial Attorney, U.S. Trustee's Office